

Articles of Association

§1. Name, Seat, Business Year

The name of the Association is *Canada Meets Germany Network e. V.* The Association is seated in Wiesbaden, Germany. The business year is the calendar year.

§2. Aim and Purpose

1. The aim of the Association is the establishment and maintenance of a network of people in Canada and Germany with the goal of advancing the bilateral dialogue, the cultural exchange and intercultural understanding between Canada and Germany.
2. The Association will achieve this aim by inspiring an exchange on scientific, cultural, political and economical topics, to strengthen the mutual understanding of both cultures. In particular, the Association may initiate events and reunions, set up internet platforms and issue newsletters and other publications, to stimulate the German-Canadian dialogue and to strengthen interpersonal relations. By this means, the Association aspires toward convincing people of the idea of an exchange between Canada and Germany who are serving as guarantors for an excellent cultural diplomacy between both countries and acting as leading personalities for the transatlantic dialogue.
3. The Association may, as a sponsoring association, raise funds for other non-profit institutions, for their tax-exempt purposes relating to the German-Canadian exchange, in particular through charging membership fees and collection of donations from members and third parties.
4. The Association is constituted as and shall be operated exclusively for not-for-profit purposes serving the public good in the spirit of the provisions relating to tax-exempt purposes (“Steuerbegünstigte Zwecke”) under the German Fiscal Code. The Association acts altruistically and does not pursue goals primarily serving its own economic interest. The capital of the Association may only be used for a purpose which is compliant with these Articles. The members will not receive any allowances out of the Association’s assets. No person shall benefit through disproportional compensation or through expenses which are non-compliant with the Association’s aim and purpose.
5. The core operations of the Association are as follows: fundraising, public relations, organisation of events.

§3. Membership

1. Individuals and legal entities, who are interested in the German-Canadian exchange and support the purpose of the Association, may become a member of the Association. This includes former participants of the *Canada Meets Germany – a forum for young leaders* program and its predecessor program, *Canadian German Young Leaders Forum*, as well as their program directors.
2. A prerequisite to acquire membership status is a formal application for admission addressed to the Managing Board, which application shall be substantially in the form of Appendix A or Appendix B. By signing the application form, the applicant commits himself or herself to comply with the provisions of these Articles. The Managing Board shall admit members to the Association at its own discretion.
3. (deleted)
4. Each membership for individuals can be selected as a basis membership or as a sustaining membership. Both membership flavours grant the same rights and they only differ in the amount of the membership fee.
5. The Managing Board may award honorary membership to natural and legal persons and legal entities, who have rendered outstanding services to the German-Canadian dialogue. Honorary membership may be accepted by the beneficiary through a commitment to the Articles in writing. An honorary membership needs to be confirmed by the General Assembly. Honorary members obtain the same rights as the other members.
6. Members that are legal entities need to assign a person who will represent the member on the General Assembly and exercise voting rights. The nomination and the replacement of this representative shall be communicated to the Managing Board.
7. The membership and the exercise of membership rights are not transferable.

§4. Termination of Membership

1. Membership in the Association shall be terminated by death, notice of resignation in writing, expulsion or removal from the list of members.
2. A member may declare his resignation effective at the end of the business year with three months' notice by submitting a written declaration to the Managing Board.
3. A member may be expelled from the Association if he or she wilfully and grossly violates the interests of the Association. The General Assembly decides on the expulsion.
4. A member who is in arrears with annual membership fees for more than three months will be reminded of the outstanding payment via postal mail or email. If the member does not pay the outstanding fees, the Managing Board may remove him or her from the list of members which will terminate his or her membership at the end of a business year.
5. After termination of membership, any and all claims on the Association's capital are excluded.
6. Membership fees already paid will not be reimbursed after the termination of membership.

§5. Membership Fees

1. The amount of membership fees shall be decided by the Founding Assembly and can be changed by the General Assembly. The membership fee for legal entities shall take into account the size of the entities' business. The General Assembly may define a reduced membership fee for members of associations facilitating the cultural exchange and intercultural understanding between Canada and Germany in a similar manner.
2. The membership fee will be payable by February 1st of the current business year. If a member joins the Association after February 1st, the membership fee will be payable one month after admission. The amount of the membership fee shall be pro-rated to the remaining period of the business year in relation to the current business year.
3. The membership fee shall be collected via direct debit. Alternatively, the membership fee may be transferred to the Association's bank account or to a trust account in Canada.
4. Honorary members are exempt from membership fees.

§6. Managing Board

1. The Managing Board consists of the president, the vice-president and the treasurer. The vice-president acts as secretary. The Managing Board operates voluntarily and does not receive any compensation for its activities.
2. The Managing Board conducts the Association's business and represents the Association judicially and extra-judicially. The president and vice-president are each entitled to represent the Association acting on their own. The president may authorize further members of the Managing Board or members of the Association to represent the Association.
3. The Managing Board is responsible for all matters of the Association which are not explicitly assigned to the competence of the General Assembly. The Managing Board will make decisions by simple majority which shall be recorded in the meeting minutes. The Managing Board has a quorum if at least two members of the Managing Board are present amongst which at least one is entitled to represent the Association.
4. (deleted)
5. The Managing Board can only incur obligations for the Association in such way that the liability of its members is limited to the assets of the Association. Accordingly, all contracts or sundry formal obligations concluded in the name of the Association must contain a clause that the resulting liabilities for the members are limited to the assets of the Association.
6. In case that certain provisions of these Articles conflict with the publication in the Register of Associations or with the acceptance of the Association's not-for-profit status ("Gemeinnützigkeit") through the responsible revenue office, the Managing Board may arrange for the relevant changes at its sole discretion.

§7. Election of Board Members

1. The president, vice-president and treasurer are each elected at the ordinary General Assembly for a period of two years (the legislative period). Only members of the Association may run for office. The member receiving the majority of all valid votes cast shall be elected.
2. (deleted)
3. Each member of the Managing Board shall remain in office until a successor is elected or nominated and confirmed respectively. The re-election of members of the Managing Board is possible.
4. (deleted)
5. A position on the Managing Board that is vacated early or any other vacant office will be staffed through a decision of the remaining members of the Managing Board.

§8. General Assembly

1. The ordinary General Assembly will take place once each business year. The date shall be determined by the previous General Assembly.
2. An extra-ordinary General Assembly will take place whenever it is required in the interests of the Association. The Managing Board can determine the necessity of an extra-ordinary General Assembly. Furthermore, such an Assembly is convened if it is requested in writing to the Managing Board by at least one-fifth of all members. In such a case, reasons need to be given.
3. Extra-ordinary General Assemblies can be conducted as virtual assemblies. In this case, members will be permitted to communicate via telephone, video conference or through the internet.
4. Ordinary as well as extra-ordinary General Assemblies are called by the president or vice-president by means of postal mail, fax or email notification to member's recent address. The agenda as defined by the Managing Board is to be disclosed by such means. The term for convocation shall always be two weeks, with the exception of virtual assemblies, which can be called within a week's time.
5. (deleted)

§9. Duties of the General Assembly

The General Assembly shall:

1. decide on matters mentioned in these Articles-;
2. elect the president, vice-president, treasurer and can recall them-;
3. formally approve the actions of the Managing Board, accept the annual report by the Managing Board and decide on the Association's budget-;
4. elect or appoint at least one auditor for the current business year and accept the audit report for the past year-;
5. decide if and how many additional non-representing members of the Managing Board are elected-;

6. decide on membership fees-;
7. decide on the Association's activities-;
8. decide on changes to these Articles, changes of the Association's purpose and on the dissolution of the Association.

§10. Conduct of the General Assembly

1. The General Assembly is chaired by the president and in his absence by the vice-president. In case that both president and vice-president are not in attendance, the caucus will be conducted by one of the remaining members of the Managing Board. In the absence of all members of the Managing Board, the Assembly will elect a chairman.
2. The General Assembly has a quorum if at least one member of the Managing Board and either one-third of all members or 5 members are in attendance. In case the General Assembly has no quorum, another General Assembly may be called within two months which has a quorum in any case provided that at least one member of the Managing Board attends.
3. During a virtual assembly, all members who are connected via telephone or video conference or through the internet shall be deemed to be in attendance.
4. The agenda proposed by the Managing Board can be altered or accompanied by a resolution of the General Assembly.
5. The General Assembly will decide on carrying a motion by simple majority of all valid votes cast. Abstentions are considered valid votes. The expulsion of members, the alteration of these Articles and the dissolution of the Association require a majority of three-quarters of all valid votes cast.
6. The Managing Board is elected by secret ballot, unless all attending members agree on voting by open ballot by hand signal or otherwise. Any other voting is carried out openly, unless one third of all attending members require a secret ballot.
7. A virtual assembly allows voting by telephone, video conference or through the internet. After announcing a deadline for the ballot (the due day) the chairman will act as moderator of an internet dialogue on topics on the agenda in form of a weblog or an email exchange until the day of the voting. The dialogue needs to be accessible to all members. The participation of members and the resulting quorum and acceptance of a resolution arising from the contributions to the discussion and/or from the casting of votes via email no later than midnight on the due day. All polls under this decision making process are never secret for technical reasons.

§11. Minutes of Decisions

1. Resolutions adopted in meetings of the Managing Board as well as resolutions of the General Assembly have to be recorded in the meeting minutes, which will indicate the venue and the date of the meeting as well as the results of the votes. The minutes (protocol) need to be signed by the secretary and the chairman.
2. The protocol of a General Assembly will be made accessible to all members of the Association by electronic means within two weeks of the meeting. This may happen either by email delivery or by publication on an internal webpage of the Association.

§12. Revision

The auditor, elected or appointed by the General Assembly, shall be responsible for auditing the accounting and inspecting the compliance of activities and resolutions with these Articles. The results of the audit will be presented to the ordinary General Assembly.

§13. Dissolution of the Association

The dissolution of the Association will be resolved by the General Assembly. The dissolution shall become effective two weeks from the resolution. In case of dissolution or discontinuation of the Association's tax-exempt purpose, the capital of the Association will vest in a legal person under public law or in a tax-exempt legal body which must use it directly and exclusively for non-profit purposes fostering the cultural exchange and intercultural understanding between Canada and Germany in the spirit of these Articles.

Miscellaneous

The English version of these Articles is a translation of the German "Satzung" for convenience only, building the legal basis for registration of the Association under German law. In case the reading of the English translation allows a different interpretation than the German version, the German "Satzung" has priority and takes precedence over the corresponding section of these Articles. All other sections remain valid.

Appendix A. Form of Application

To: **Canada Meets Germany Network e. V.** (the "Association")
Managing Board
Schmitterweg 7, D-65207 Wiesbaden, Germany

I,

Title, Given Name, Surname

Street

City, Postal Code

Province/State, Country

Email

Telephone

hereby apply for

- basic membership at an annual membership fee of 60.00 EUR
- sustaining membership at an annual membership fee _____EUR
(at least 100.00 EUR)

in the Association.

By signing this application and upon acceptance of my application by the Managing Board, I agree to comply with the provisions of the Articles of Association and any other rules or regulations established by the Association for the duration of my membership. Furthermore, I agree to keep my membership in good standing by paying the Association's membership fees as prescribed in the Articles of Association.

Dated

Signature

Appendix B. Form of Application for Legal Entities

To: **Canada Meets Germany Network e. V.** (the "Association")
Managing Board
Schmitterweg 7, D-65207 Wiesbaden, Germany

We,

Corporate name of legal entity

Street

City, Postal Code

Province/State, Country

Email

Telephone

represented by _____
Title, Given Name, Surname

hereby apply for

- membership as legal entity with a max. of five persons/employees (membership fee 120.00 EUR per business year)
- membership as legal entity with more than five persons/employees (membership fee 200.00 EUR per business year)

in the Association.

By signing this application and upon acceptance of our application by the Managing Board, we agree to comply with the provisions of the Articles of Association and any other rules or regulations established by the Association for the duration of our membership. Furthermore, we agree to keep our membership in good standing by paying the Association's membership fees as prescribed in the Articles of Association.

Dated

Signature